

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 329.  
FILED, AUGUST 11th. 1966.

GOLDRIM MINING COMPANY LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1465 dated July 6th. 1966.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	Underwriting agreement. See items 6 and 7 hereof.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares of \$1.00 par value Issued: 2,414,542 shares.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Under the terms of an underwriting and option agreement dated April 28, 1965, W. D. Latimer Co. Limited, 199 Bay Street, Toronto, Ontario, acting on behalf of clients, holds an option to purchase all or any part or parts of 100,000 shares of the Company at 50 cents per share, on or before October 21, 1966. By an agreement dated August 10, 1966, the same Underwriter has agreed, subject to the acceptance for filing of this Amending Filing Statement, to firmly purchase the remainder of 100,000 shares at 50 cents per share outstanding under the above agreement and in addition to firmly purchase 300,000 treasury shares at the price of 55 cents per share.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In connection with both agreements referred to in Item 6 hereof, the Underwriter is acting on behalf of Richfield Securities Limited, 199 Bay Street, Toronto, as to 50% and on behalf of Metada Limited, Gloucester P.O., Ottawa, Ontario, as to 50%. The only persons holding a greater than 5% interest in Richfield Securities Limited are Beatrice Latimer, 29 Edgehill Road, Islington, Ontario, Jane Latimer, 35 Walmer Road, Apt. 712, Toronto, Ontario, and Anne Wardle, 60 Montclair Avenue, Toronto, Ontario, and Audrey MacGregor, 128 Glen Manor Drive, Toronto, Ontario. The only persons holding a greater than 5% interest in Metada Limited are William A. Morgan, 1279 Lampman Crescent, Ottawa, Ontario, James E. Hayes, R. R. 3, Manotick, Ontario, and Peter W. Tanter, 18 Sherington Avenue, Hatch End, Middlesex, England.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No payment of cash or securities has been made or is to be made to any promoter or finder in connection with the proposed underwriting referred to herein.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The funds which will be received by the Company pursuant to the new underwriting and option agreement referred to herein will provide the Company with sufficient funds to complete the whole programme of exploration recommended in the Report of J. R. Mowat, P.Eng., dated June 20, 1966, on the Company's optioned property in Brittany, France, known as the Plelauff Mine, which Report was reproduced in Filing Statement No.1465.</p> <p>In addition to the said exploration programme, the Company has outstanding obligations which require the payment of an additional \$15,000 to William A. Richardson on or before the end of the current year, in order to keep its option on the Plelauff Mine in good standing, and has obligations under a previous agreement for the purchase of a property in Baden and Powell Townships which will require the payment of a total of \$18,000 by the end of the current year. The Company also intends to continue exploration on its property in Baden and Powell Townships to the extent of approximately \$5,000.</p>



# FINANCIAL STATEMENT

## GOLDRIM MINING COMPANY LIMITED

### STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD FROM JUNE 1, 1966 TO JULY 15, 1966.

#### SOURCE OF FUNDS

Sale of 200,000 shares of capital stock at 45¢ per share	<u>\$90,000.00</u>	\$90,000.00
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#### APPLICATION OF FUNDS

Payments on optioned property in France	\$39,300.00	
Office Furniture & Fixtures	<u>237.48</u>	39,537.48

#### EXPLORATION

Consultants fees	\$ 7,000.00	
Drilling & Surveys	7,553.60	
Assaying	<u>150.50</u>	14,704.10

#### ADMINISTRATIVE

Public Relations	\$ 250.44		
Advertising	124.00		
Management Fees	500.00		
Secretarial & Office Expense	249.79		
Legal Fees	1,100.00		
Directors Fees	300.00		
Travel	25.40		
Transfer agents & expenses	35.25		
Filing Fees	<u>10.00</u>	<u>2,594.88</u>	<u>\$56,836.46</u>

Increase in working capital			<u>\$33,163.54</u>
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#### CURRENT ASSETS

	<u>May 31/66</u>	<u>July 15/66</u>
Cash	20,469.06	53,632.63
(1) Short Term Investments & Advances	<u>62,600.00</u>	<u>62,600.00</u>
	83,069.06	116,232.63

#### CURRENT LIABILITIES

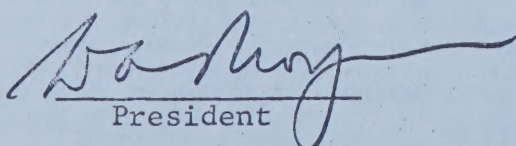
Accounts payable & Acc. Liabilities	<u>500.00</u>	<u>500.00</u>
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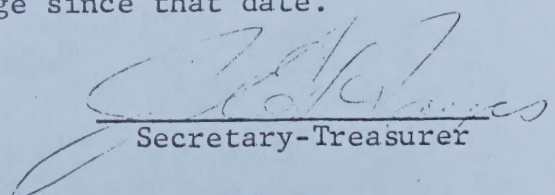
WORKING CAPITAL	<u>\$82,569.06</u>	<u>\$115,732.63</u>
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NOTE: Taken from the books of the Company without audit.

(1) Investments in term-deposit notes Royal Bank of Canada. \$50,000.00.

We hereby certify the above to be in accordance with the records of the Company and there has been no material change since that date.

  
President

  
Secretary-Treasurer

OTTAWA, Ontario.  
August 29, 1966.



10. Brief statement of company's chief development work during past year.	Since May 31st, 1966, the end of the period covered in the Statement of Source and Application of Funds which accompanied the last Filing Statement of the Company, Goldrim has carried out exploration work on its property in Baden and Powell Townships, primarily diamond drilling, to the extent of \$14,704.00. The said drilling encountered copper values but was not conclusive and the Company has been advised by its Consulting Geologist to carry out geochemical and geological surveys to assist in the interpretation of the drilling results.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	434,500 shares are held in escrow, subject to release on the prior written consents of the Toronto Stock Exchange and the Directors of the Company, and subject to dealings within the escrow on the prior written consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<p>Nickolas Axiotis, 1451 Niles Cortland Road N.E., Warren, Ohio. 60,000 shares</p> <p>Dr. William A. Morgan, 1279 Lampman Crescent, Ottawa, Ontario 127,500 shares</p> <p>William A. Richardson, 62 Richmond Street West, Toronto, Ontario. 100,000 shares *</p> <p>C. W. Beardsley, 2112 Benjamin Street, Ottawa, Ontario. 75,000 shares</p> <p>Mrs. Muriel Roberts, 1880 Barnhart Place, Ottawa 67,500 shares</p> <p>S. J. Zacks Investments Limited, 185 Bay Street, Toronto 843 shares</p> <p>H.L. Isaacs, Room 23, 10 Adelaide Street East, Toronto 843 shares</p> <p>G. R. Cameron, Malartic, Quebec 843 shares</p> <p>C. Rashall, 185 Bay Street, Toronto 843 shares</p> <p>D. E. Cameron, Malartic, Quebec 675 shares</p> <p>O. Briault, Box 234, Malartic, Quebec 450 shares</p> <p>Fractional certificates 3 shares.</p> <p>Of the shares registered in the name of W. A. Morgan, 60,000 are beneficially owned by Metada Limited, the shareholders of which are set out in Item 7 hereof, and 67,500 are beneficially owned by the registered holder.</p> <p>* As disclosed in Filing Statement No. 1465, these shares are the subject matter of an agreement of purchase whereby Mr. Richardson will sell the shares to a principal shareholder of the Company over a period of time in exchange for free shares.</p>
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	Shares of the Company are in primary distribution. There are no other material facts.

DATED August 10, 1966.

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)


GOLDRIM MINING COMPANY LIMITED  
CORPORATE SEAL  
"W.A. Morgan" Per: *W.A. Morgan* President  
"J.E. Hayes" Per: *J.E. Hayes* Secretary-Treasurer

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

W. D. LATIMER CO. LIMITED  
"D.G. MacGregor" Per: *D.G. MacGregor*





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TORONTO STOCK EXCHANGE

*File*

AMENDING FILING STATEMENT NO. 311.  
FILED, MARCH 25th. 1966.

GOLDRIM MINING COMPANY LIMITED  
Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1396 dated January 26, 1966

<p>Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.</p>	<p>Purchase of two leased and twenty-eight unpatented mining claims in Powell and Baden Townships, Montreal River Mining Division of Ontario, from the vendors shown in Item 11 and for the consideration shown in Items 11 and 5 hereof.</p>
<p>4. Share capitalization showing authorized and issued and outstanding capital.</p>	<p>The Company's authorized capital consists of 5,000,000 shares with a par value of \$1.00 per share, of which there are issued and outstanding as fully paid and non-assessable, 1,512,542 shares.</p>
<p>5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.</p>	<p>Upon completion of the purchase of the Powell and Baden Township properties referred to herein, the Company will grant to G. Stanley Welsh, one of the Vendors, a royalty on production which will constitute a charge on the said two patented mining claims and eight of the unpatented claims. Particulars of the royalty are as follows:</p> <p>Welsh is to be paid \$3,000 on or before September 25, 1966, as advance royalties, and \$3,000 yearly thereafter until such time as the property is in production. All amounts so paid will be credited against royalties earned out of production which will be at the rate of 10¢ per ton on all material mined from the claims designated in the agreement as being subject to the royalty. A running account of yearly earned royalty payments and of the advance royalties will be kept and each will apply against the other. In the event that production is intermittent, the provision for advance royalties will go into effect again if royalties actually earned during the period or periods of production up to that time have not been sufficient to offset the cumulative yearly advance royalty payments. In the event of a default by Goldrim under the royalty agreement before Welsh has received \$75,000 from royalties or advance royalties or a combination of both, the property will revert to him. The royalty agreement will make provision whereby Welsh must notify the Company of any default and a thirty-day period of time will be permitted to remedy any such default. Once Welsh has received \$75,000, the terms of the royalty agreement will remain in effect except that there will be no reversion of the property. In the event of a default after this time, Welsh will have the usual remedies in law, but not ownership of the property. Goldrim will be entitled to terminate the agreement completely at any time by surrendering the property to Welsh.</p>
<p>6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.</p>	<p>W. D. Latimer Co. Limited, 244 Bay Street, Toronto, the Underwriter-Optionee, under the agreement described in Filing Statement No. 1396, has agreed that forthwith upon the acceptance for filing of this Amending Filing Statement, it will take down and pay for 100,000 treasury shares at the price of 40¢ per share, being one-half of the shares which may be taken down at that price on or before April 21, 1966.</p>



# FINANCIAL STATEMENTS

## FINANCIAL STATEMENT

### GOLDRIM MINING COMPANY LIMITED

### FORMERLY NEW ROUYN MERGER MINES LIMITED

### STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD JANUARY 28 TO FEBRUARY 28, 1966.

#### SOURCE OF FUNDS

100,000 shares at 35¢ per share	\$35,000.00
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#### APPLICATION OF FUNDS

Exploration, development, maintenance, and administrative expenses	5,835.59
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<u>CURRENT ASSETS</u>	<u>Jan 28, 1966</u>	<u>Feb 28, 1966</u>
Bank Balance	\$1,645.03	30,811.44
Advance on Consulting Fees		<u>5,000.00</u>
		<u>\$35,811.44</u>

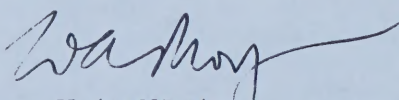
#### CURRENT LIABILITIES

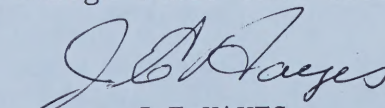
Accounts Payable and accrued liabilities	\$ 7,274.00
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#### WORKING CAPITAL

Working Capital Jan.28, 1966	\$ 2,896.66
" " Feb.28, 1966	\$28,551.44

We certify the above to be in accordance with records of the Company and there has been no material change since that date.

  
W.A.MORGAN  
Director

  
J.E.HAYES  
Director

## ENGINEER'S REPORT

Note: The following are excerpts from a report by J.R. Mowat, P.Eng., Consulting Geologist, dated June 10th, 1965, on mining claims located in Powell and Baden Townships, Montreal River Mining Division, Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

### SUMMARY & CONCLUSIONS

#### Powell Township Property:

Subject property has a lengthy history of prospecting and exploratory development. During 1955-56, the presence of copper in interesting quantities was indicated by test pitting and diamond drilling. However the full implications of the drilling are not known and much of its value inconclusive for the purposes of this assessment.

Since April 20, 1965, an intensive program of bulk sampling and concentrating has been undertaken by the Company of an area at the site of the original test pit. During the period April 20th to May 20th, in excess of 2000 tons of run-of-pit material has been concentrated. This material is indicated to have an average copper content approximating 0.6% and has produced a concentrate of approximately 18% copper having a significant gold-silver content.

Chip sampling by writer of upper and lower pit benches has yielded an average copper content in order of 1% with some increase noted from lower bench. Recent prospecting elsewhere on the property strongly indicates the possibility of repetitious occurrences at other points in the environs of the syenite-dabase-sedimentary contact areas.

I conclude that the scope and persistence of the copper zone indicated by recent work coupled with its significant content of precious metals, make this property a very potential exploration bet. Logistically and geologically, it is centrally located in an area of earlier producing mines, and has the advantage of similar geologic conditions for ore occurrences. Most of the services are within easy access, conducive to a lower cost operation.

The distribution of the mineralization in the main pit would suggest a bulk sampling approach, as such, the operations of the Pax International concentrator during the period in question has provided a firmer estimate of the grade and treatment of the pit material than would normally be available at this stage of development. However, this reported average has been qualified by dilution factors as hereinafter noted. In spite of the considerable surficial contamination, the bulk test indicates no detriment to preparing a marketable concentrate. In my opinion, therefore, a continued milling operation at the current stage of development is not to be advised without the required grade control. The future of your property must be dependent, firstly, on establishment of an ore zone and its boundaries by established exploration methods. Such would provide the basis for an economic study of the mining and milling procedures which would then be employed. Based on mineral indications to date, such a program, properly implemented, should enjoy excellent prospects for success.

#### Baden Township Property:

Like the Powell Township property, Company's sixteen Baden Twp. claims have been exposed to considerable prospecting and exploratory development in years past, mostly in the search for gold.



Unlike the Powell group, this property is largely underlain by elements of the Keewatin Volcanic series which has been cut by dykes of syenite porphyry and diabase.

The terrain, although high does not exhibit the outcrop frequency encountered on Company's Powell group.

The old trenches and mineral showings examined by writer did not indicate the immediate presence of economic minerals in any quantity.

I conclude that if a gold deposit is present on the group, it will be difficult and costly to locate, unless associated with either copper or molybdenum minerals.

In my opinion Company's resources should be largely concentrated on development of the Powell Township claims doing only sufficient work to maintain the Baden Township group in good standing. Such a program should be of a controlled qualitative nature involving a minimum initial expenditure until results justify an expansion of the work.

#### RECOMMENDATIONS

##### Powell Township Property:

To effect adequate control of the drilling program, exploration should be conducted as a two-phase program.

##### Phase 1:

1. Grid Preparation: Approximately 30 line miles of picketed grid line at intervals of 200 feet, including baseline and tie-line control. Line orientation N20°W astro to cross the trend of diabase, sediments and sulphides.

2. Induced Polarization Survey: The fine grained disseminated character of the mineralization which comprises 2 to 10% of the rock by volume, would provide an excellent response to this type of survey. Interpretive control over the pit area ensures a high degree of effectiveness to delineate limits of known occurrences and to check for repetitions. Scope: Approximately 25 line miles to cover property.

3. Geological Mapping: A detailed outcrop map of the property is an essential element of control. Various showings should be tied in, assays plotted, etc. This compilation should be detailed on 100 scale. Scope: Complete coverage estimated at 30 line miles of traverses.

4. Magnetometer Survey: Examination has indicated the diabase-sedimentary contacts to be the favorable areas for copper mineralization. While the sulphides themselves are non-magnetic, the diabase does have a magnetite content. Buried diabase-sedimentary contacts could thus be plotted with accuracy; the survey supplementing both geological and I.P. surveys. Scope: Approximately 30 line miles. Station interval 50 feet maximum. Instrument - Sharpe A-2 or equivalent sensitivity.

##### Phase 2:

To consist of BX diamond core drilling. It is not possible to predict the scope of this phase until completion of Phase I. However initial drilling in the pit area could be started almost immediately with a series of six, 50° "scissor" holes (X-pattern), spotted on three east-west sections, one section to cross-section directly under the pit, with parallel sections 200 feet to the north and south respectively.



A firm contract for 3000 feet of BX drilling, (with provision for price reductions upon completion of additional 2000 foot increments), is recommended. Financial provision for 5000 feet should be made by Company initially.

BX core is suggested in event mill testing of core is required.

#### Baden Township Property:

This group is well elevated with a generally high bedrock surface. A good "B" soil horizon was observed.

Eight claims of the group must be tagged before July 1965 to remain in good standing.

It is recommended that the group be soil sampled at reconnaissance traverse intervals of 400 feet and at sample intervals of 100 feet along traverse. Traverses should be blazed picket lines oriented on a north-south bearing between east-west control baselines. Two miles of control baseline are involved, and 11 miles of picket line. (Picket line control is required to meet assessment work standards of Ontario Department of Mines).

Soil analyses should be made for copper, lead, zinc and molybdenum. Some 600 samples are involved in approximately 11 miles of traversing.

In the event anomalous soil conditions are obtained, these areas may be detailed at closer intervals followed by appropriate geophysical methods to pin down the source.

#### COST-TIME SCHEDULE

##### Powell Twp. Property

###### Phase 1:

*Grid Preparation 30 miles	\$ 2,100.	2 wks.
**Induced Polarization Survey 25 miles	7,500.	4 wks.
*Geological Mapping 16 claims	3,000. }	4 wks.
*Magnetometer Survey 30 miles detail	3,000. }	
Total Phase 1	\$15,600.	10 wks.

###### Phase 2:

**Diamond drilling 5000' BX @ 4.00/ft.	20,000.	10 wks.
Engineering & Supervision @ 1500./mo.	3,750.	Period
Misc. Labour-Core Grabber @ 450./mo	1,125.	Period
Assaying & Sample Contingency	1,250.	Period
Field Transport & Maintenance	1,200.	Period
Total Phase 2	27,325.	10 wks.

Total Phases 1 & 2 42,925.

Phase 2 Add 10% Head Office & Conting. 2,800.

Total Powell Twp. \$45,725.

##### Baden Twp. Property

Tagging eight claims	100.	2 days
*Grid Control 13 miles	800.	2 wks.
*Soil Sampling and Analyses (600 samples for cu., pb., zn. & mo.) @ 6.00	3,600.	3 wks.
Total Baden Twp.	4,500.	5 wks.

Aggregate Cost \$50,225.

(\*) Firm estimates on Contractural Basis

(\*\*) Approximate estimates on Contractural Basis

J.R. Mowat



CERTIFICATE

I, JAMES RODMAN MOWAT, do hereby certify that:

1. I am a consulting geologist practising under the name and style of J. R. Mowat & Associates with residence at 11 Beaverton Avenue, Ottawa 5, Ontario, and offices at 721-56 Sparks Street, Ottawa 4, Ontario.
2. I am a Bachelor of Science in Arts, University of New Brunswick, 1948.
3. I have practised my profession for more than 16 years, during which time I have been in responsible management positions for 13 years.
4. I hold current membership in the following associations:
  - Member - Canadian Institute of Mining & Metallurgy
  - Fellow - Geological Association of Canada
  - Member - Association of Professional Engineers, Manitoba.
5. This report has been prepared for specified professional fees and direct expenses payable on completion thereof, and no other advantage to the undersigned is known or anticipated.
6. This certificate is intended to accompany a Report dated June 10, 1965, on the examination of Stancop Mines Limited properties, Powell and Baden Townships, District of Temiskaming, Ontario, as up-dated by a further letter report containing revised recommendations and cost estimates dated February 25, 1966. The said letter report of February 25, 1966, and this up-dating certificate were prepared for Goldrim Mining Company Limited in connection with a proposed acquisition of the said properties by Goldrim. I have no interest, either present or in expectancy, either directly or indirectly, in the said property or in any securities of Stancop Mines Limited or of Goldrim Mining Company Limited.
7. This report is based on:
  1. My personal field examination of the two properties in question.
  2. Examination of available Governmental and Past Development records.
  3. Discussion with the Resident Geologist, O.D.M., Kirkland Lake, Ontario.
  4. Search of assessment records at Elk Lake Recording Office.
  5. Full cognizance of the facts.

DATED at Toronto in the  
County of York, this  
9th day of March, 1966.

  
J. R. Mowat



STATUTORY DECLARATION

DOMINION OF CANADA            )  
PROVINCE OF ONTARIO        )  
COUNTY OF YORK:            )

IN THE MATTER OF an Amending Filing  
Statement of GOLDRIM MINING COMPANY  
LIMITED dated March 14, 1966, filed  
with the Toronto Stock Exchange.

TO WIT:                    )

I, G. STANLEY WELSH, of the Township of  
North York, in the County of York, DO SOLEMNLY DECLARE THAT:

1.                    I am one of the Vendors to Goldrim  
Mining Company Limited of a mining property located in  
Powell and Baden Townships in the Montreal River Mining  
Division of Ontario.
2.                    I have held claims MR 37455 to MR 37462  
inclusive, MR 37602 to MR 37604 inclusive, and MR 37566 to  
MR 37570 inclusive, for more than one year.
3.                    The purchase transaction by Goldrim Mining  
Company Limited, so far as its relation to me is concerned, is  
at arm's length and no person or Company other than myself is  
entitled to receive or will receive from me any interest in  
the money, shares and royalty to which I am entitled under  
the agreement.

AND I MAKE this solemn declaration  
conscientiously believing it to be true and knowing that it  
is of the same force and effect as if made under oath and by  
virtue of the Canada Evidence Act.

DECLARED before me at the    )  
City of Toronto in the        )  
County of York this 16th      )  
day of March, A.D. 1966.      )

*Geo. Stanley Welsh*

*R. J. Armstrong*  
A Commissioner, etc.



STATUTORY DECLARATION

Dominion of Canada  
Province of ONTARIO  
County of CARLETON

In the matter of an Amending  
Filing Statement  
GOLDRIM MINING COMPANY LIMITED  
dated March 14, 1966  
filed with the Toronto Stock  
Exchange

I, WILLIAM A.MORGAN of the city of OTTAWA in the County  
of CARLETON, DO SOLEMNLY DECLARE THAT

I, as President of STANCOP MINES LIMITED attest that the claims  
referred to in the attached Amending Filing Statement were staked  
on behalf of Nicholas Axiotis, John A.Roberts and William A.Morgan  
on February 26, 1965 and recorded in their names at Elk Lake,  
Ontario as of that date. The properties were sold to Stancop Mines  
Limited by Agreement dated March 12, 1965.

The attached is a true and accurate account of receipts  
and disbursements on the property.

And I make this solemn declaration conscientiously  
believing it to be true and knowing that it is of the same force and  
effect as if made under oath and by virtue of the Canada Evidence Act.

Declared before me at the City )  
of OTTAWA )  
in the County of CARLETON )  
this 16th day of March 1966 )

A Commissioner, etc. *James B. B. B.*  
A Notary Public etc

STANCOP MINES LIMITED

February 1, 1965 to March 14, 1966

SOURCE AND APPLICATION OF FUNDS

<u>Revenue:</u>		
Loans from Directors	34,794.67	
Outstanding Accounts Payable	<u>11,463.22</u>	<u>\$46,257.89</u>
<u>Disbursements:</u>		
<u>Property</u>		
Option for Welsh Property	6,000.00	
Staking Baden Property	<u>611.50</u>	6,611.50
<u>Incorporation</u>		
Legal and other fees		2,263.62
<u>Exploration</u>		
Geologist's Reports and travel	1,968.35	
Consultants Fees & Travel	874.00	
Line Cutting	1,890.00	
Laboratory Tests	857.26	
Miscellaneous	<u>526.29</u>	6,115.90
<u>Development</u>		
Bulk Sampling and milling of of approximately 2,200 tons		18,950.48
<u>General &amp; Administration</u>		
Travel	4,031.21	
Legal & Audit	1,060.00	
Wages	1,100.00	
Telephone	866.15	
Miscellaneous	<u>1,519.95</u>	8,577.31
<u>Accounts Receivable</u>		
Loan to Associate Company		3,721.00
<u>Bank</u>		
Deposit at Ottawa		<u>18.08</u>
		<u>\$46,257.89</u>



9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to use available funds, including the proceeds from the sale of treasury shares now under option, to make the payments for the properties described herein and to carry out the exploration programme recommended by J. R. Mowat, P.Eng.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Vendors of the property are G. Stanley Welsh, 174 Owen Blvd., Willowdale, Ontario, and Stancop Mines Limited, 1725 Bank Street, Ottawa, Ontario. The consideration payable to Welsh is the sum of \$5,000 payable on the acceptance for filing of this Amending Filing Statement, plus a further sum of \$10,000 payable within 30 days of such acceptance, 32,000 fully paid shares in the capital stock of the Company, free of escrow, and the royalty described in Item 5 hereof. The consideration payable to Stancop Mines Limited is the sum of \$5,000 payable to Stancop upon the acceptance for filing of this Amending Filing Statement, the further sum of \$15,000 payable on or before September 25, 1966, the further sum of \$15,000 payable on or before March 25, 1967, and 270,000 fully paid escrowed shares in the capital stock of the Company. The only persons owning any interest in Stancop Mines Limited are Nickolas Axiotis, 1451 Niles-Cortland Road N.E., Warren, Ohio; W. A. Morgan, 1279 Lampman Crescent, Ottawa, Ontario (who is President of Goldrim Mining Company Limited); and Mrs. John A. Roberts, 1880 Barnhart Place, Ottawa, Ontario. By the purchase agreement Stancop has directed that the 270,000 escrowed shares to which Stancop is entitled shall be issued as follows: Nickolas Axiotis, 135,000 shares; W. A. Morgan, 67,500 shares; and Mrs. J. A. Roberts, 67,500 shares.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	No person or company other than those named in Item 11 above has received or will receive any part of the shares or cash to be paid by the Company.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company are presently in the course of primary distribution.

DATED March 14, 1966.

#### CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GOLDRIM MINING COMPANY LIMITED  
CORPORATE  
SEAL

"W. A. Morgan"

"J. A. Hayes"

#### CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)







# THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1396.  
FILED, JANUARY 28th. 1966.

## GOLDRIM MINING COMPANY LIMITED

Full corporate name of Company  
Incorporated under the laws of the Province  
of Ontario by Letters Patent dated November 15th, 1943.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous  
Filing Statement No. 1303 and  
Amending Filing Statement No.  
286.

## FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,  
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Proposed change in effective control. (b) Proposed change in location of head office. (c) Proposed change in the officers and directors of the Company.
2. Head office address and any other office address.	Head office - Suite 907, 100 Adelaide Street West, Toronto, Ont. It is proposed that the head office be removed to 1279 Lampman Crescent, Ottawa, Ont.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "A" on page 3.
4. Share capitalization showing authorized and issued and outstanding capital.	The Company's authorized capital consists of 5,000,000 shares of the par value of \$1.00 each, of which there are issued and outstanding as fully paid and non-assessable 1,412,542 shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Pursuant to the terms of an Underwriting and Option Agreement dated April 28th, 1965, as amended, between the Company and W. D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario, acting on behalf of Hiltonace Mines Management Limited, Suite 907, 100 Adelaide Street West, Toronto, Ontario and Richfield Securities Limited, 366 Bay Street, Toronto, Ontario, as to an undivided 50% interest each, a total of 300,000 shares for the sum of \$105,000.00 have been taken down and paid for, thereunder. There remain options outstanding on a further 700,000 shares of the capital stock of the Company, being 100,000 shares at 35¢ per share and 3 blocks of 200,000 shares each at 40¢, 45¢ and 50¢ per share, respectively, to be taken up and paid for on or before January 21st, 1966, April 21st, 1966, July 21st, 1966 and October 21st, 1966, respectively. Notice of Default has been served by the Company upon W. D. Latimer Co. Limited with respect to the 100,000 shares at 35¢ per share due on January 21st, 1966. Reference should be made to Item 7 hereof regarding the assignment by Hiltonace Mines Management Limited of its beneficial interest in said Underwriting and Option Agreement.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The said W. D. Latimer Co. Limited entered into the financial arrangement referred to in Item 6 hereof on behalf of Hiltonace Mines Management Ltd., and Richfield Securities Limited as to an undivided 50% interest each. The only persons having a greater than 5% interest in Hiltonace Mines Management Ltd., are: Samuel Mandel, 5 Fairleigh Crescent, Toronto, Ontario and A. R. Patte, 56 Eastbourne Avenue, Toronto 7, Ontario. The only persons holding a greater than 5% interest in Richfield Securities Limited are: Mrs. Beatrice Latimer, Mrs. Jane Latimer and Miss Anne Latimer all of 29 Edgehill Road, Islington, Ontario and Mrs. Audrey MacGregor, 128 Glen Manor Drive, Toronto, Ontario.  Hiltonace Mines Management Limited, has assigned its 50% beneficial interest in the Underwriting and Option Agreement referred to in Item 6 hereof, to Metada Limited, a private investment Company, incorporated under The Companies Act. Should the terms of the said agreement not be brought to a satisfactory conclusion, Metada Limited has agreed to transfer back to Hiltonace Mines Management Limited, the said beneficial interest, if any such interest then exists.  The only persons holding a greater than 5% interest in Metada Limited are: the said Dr. W. A. Morgan, James E. Hayes and Peter W. Tanter.



8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None																
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The signatories hereto have been advised by new management that it intends to continue the present drilling programme on the Lac du Bonnet claims held in partnership with Conigo Mines Limited until the hole currently being drilled, which is the twenty-first hole in the series, has been completed. By that time, the total amount expended in the said exploration programme will be approximately \$ 42,019.60 of which the Company's share is one-half. Upon the completion of this hole, new management has decided to temporarily suspend the drilling programme to permit a review of the programme to date with its partner, Conigo Mines Limited, and with their respective consultants. There is no other exploration work in progress at the present time. In the event that new management decides to commence any programme of exploration other than a resumption of the Lac du Bonnet programme an Amending Filing Statement will be filed.																
10. Brief statement of company's chief development work during past year.	<p>During the past year the Company has completed geo-physical surveys on its Cadillac, Malartic and Preissac Township, Quebec, properties. A diamond drilling programme is currently in progress on the Cadillac and Malartic claims. Two thousand feet of diamond drilling on the Preissac Township claims yielded nothing of significant interest and no further work was recommended. As a result, the option to purchase these claims has been dropped. (See Item 20 hereof). Prospecting and geophysical work has been completed on the English Township, Ontario claims and no further work is recommended on this property at the present time. Jointly, with Conigo Mines Limited, the Company has carried out an electromagnetic survey on the Lac du Bonnet, Manitoba property and diamond drilling, test-pitting and surface exploration are underway.</p> <p>The feasibility study with respect to the proposed re-opening of the old shaft on the Rouyn and Joannes Townships, Quebec property is now underway and a preliminary drilling recommendation of 1,000 feet has been indicated.</p>																
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None																
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable.																
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Certificates for 94,500 shares are held in escrow by Eastern & Chartered Trust Company, 1901 Yonge St., Toronto, Ont., subject to release only upon the written consent of the Toronto Stock Exchange and the Board of Directors of the Company and subject to transfer, hypothecation or any form of alienation with in the escrow only upon the written consent of the Toronto Stock Exchange.																
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<table> <tr> <td>S. J. Zacks Investments Limited, 185 Bay Street, Toronto, Ontario.</td> <td>843 shares</td> </tr> <tr> <td>H. L. Isaacs, Room 23, 10 Adelaide Street East, Toronto, Ontario.</td> <td>843 shares</td> </tr> <tr> <td>G. R. Cameron, Malartic, Quebec.</td> <td>843 shares</td> </tr> <tr> <td>C. Rashall, 185 Bay Street, Toronto, Ontario.</td> <td>843 shares</td> </tr> <tr> <td>D. E. Cameron, Malartic, Quebec.</td> <td>675 shares</td> </tr> <tr> <td>O. Briault, Box 234, Malartic Que.</td> <td>450 shares</td> </tr> <tr> <td>Fractional certificates</td> <td>3 shares</td> </tr> <tr> <td>J. A. Honsberger, 1200 Forest Blvd., Val d'Or, Quebec.</td> <td>90,000 shares</td> </tr> </table>	S. J. Zacks Investments Limited, 185 Bay Street, Toronto, Ontario.	843 shares	H. L. Isaacs, Room 23, 10 Adelaide Street East, Toronto, Ontario.	843 shares	G. R. Cameron, Malartic, Quebec.	843 shares	C. Rashall, 185 Bay Street, Toronto, Ontario.	843 shares	D. E. Cameron, Malartic, Quebec.	675 shares	O. Briault, Box 234, Malartic Que.	450 shares	Fractional certificates	3 shares	J. A. Honsberger, 1200 Forest Blvd., Val d'Or, Quebec.	90,000 shares
S. J. Zacks Investments Limited, 185 Bay Street, Toronto, Ontario.	843 shares																
H. L. Isaacs, Room 23, 10 Adelaide Street East, Toronto, Ontario.	843 shares																
G. R. Cameron, Malartic, Quebec.	843 shares																
C. Rashall, 185 Bay Street, Toronto, Ontario.	843 shares																
D. E. Cameron, Malartic, Quebec.	675 shares																
O. Briault, Box 234, Malartic Que.	450 shares																
Fractional certificates	3 shares																
J. A. Honsberger, 1200 Forest Blvd., Val d'Or, Quebec.	90,000 shares																
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>As of January 20th, 1966, the following were the six largest shareholders of the Company:</p> <table> <tr> <td>W. D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario.</td> <td>194,100 shares</td> </tr> <tr> <td>*J. A. Honsberger, 1200 Forest Blvd., Val d'Or, Quebec.</td> <td>100,000 shares (90,000 shares escrowed)</td> </tr> <tr> <td>McDougall &amp; Christmas Limited, 520 Xavier Street, Montreal, Quebec.</td> <td>69,363 shares</td> </tr> <tr> <td>T. A. Richardson &amp; Co., 4 King Street West, Toronto, Ontario.</td> <td>60,702 shares</td> </tr> <tr> <td>Bongard &amp; Company Limited, 20 King/Street West, Toronto, Ontario.</td> <td>33,616 shares</td> </tr> </table> <p>*These shares form part of the agreement referred to in Item 20 hereof. The beneficial ownership of the other above mentioned shares is not known to the signatories hereto.</p>	W. D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario.	194,100 shares	*J. A. Honsberger, 1200 Forest Blvd., Val d'Or, Quebec.	100,000 shares (90,000 shares escrowed)	McDougall & Christmas Limited, 520 Xavier Street, Montreal, Quebec.	69,363 shares	T. A. Richardson & Co., 4 King Street West, Toronto, Ontario.	60,702 shares	Bongard & Company Limited, 20 King/Street West, Toronto, Ontario.	33,616 shares						
W. D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario.	194,100 shares																
*J. A. Honsberger, 1200 Forest Blvd., Val d'Or, Quebec.	100,000 shares (90,000 shares escrowed)																
McDougall & Christmas Limited, 520 Xavier Street, Montreal, Quebec.	69,363 shares																
T. A. Richardson & Co., 4 King Street West, Toronto, Ontario.	60,702 shares																
Bongard & Company Limited, 20 King/Street West, Toronto, Ontario.	33,616 shares																

S C H E D U L E "A"

The present officers and directors of the Company are as follows:

President & Director	Alfred Ray Patte, 56 Eastbourne Avenue, Toronto 7, Ontario.  Registered Security Salesman.
Vice-President & Secretary-Treasurer & Director	Samuel Mandel, 5 Fairleigh Crescent, Toronto, Ontario.  Trading Officer with Saman Investment Corporation Limited, 100 Adelaide St. W. Toronto, Ont.
Director	Robert Alfred Emerson Dye, 45 Leacroft Crescent, Don Mills, Ontario.  President & Director of R. Anson Barber Company Ltd., Insurance Brokers.
Director	Kenneth Alexander Fralick, C.A., 141 Holcolm Road, Toronto, Ontario.  Partner, C. A. Fralick & Co., Chartered Accountants.
Director	Caleb Basil Jarvis, 1208 - 21 Maynard Avenue, Toronto, Ontario.  Numismatic Consultant. Self-employed.

Upon acceptance of this filing statement by the Toronto Stock Exchange, the following persons will comprise the directors and officers of the Company:

President & Director	Dr. W. A. Morgan, 79 Lampman Crescent, Ottawa 5, Ontario.  President of Geo-Met Reactors Limited, P. O. Box 106, Gloucester P. O., Ottawa, Ontario.
Secretary- Treasurer & Director	James E. Hayes, R. R. No. 3, Manotick, Ontario.  Executive. Self-employed.
Director	Peter W. Tanter, 18 Sherington Avenue, Hatch End, Middlesex, England.  Lloyds Underwriter with Lloyds Underwriters Limited, London, England.
Director	John H. Shapiro, c/o C. T. Bowring & Co. Limited, The Bowring Building, Tower Place, London, E.C. 3, England.  Insurance Executive with C. T. Bowring & Co. Limited.
Director	Robert Edward Reynolds, 2027 Dorval Avenue, Ottawa 8, Ontario.  Executive with National Capital Commission, Ottawa, Ontario.



# FINANCIAL STATEMENTS

## GOLDRIM MINING COMPANY LIMITED

### BALANCE SHEET

AS AT DECEMBER 31, 1965

#### A S S E T S

Current:

Cash	\$	8,532.70
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Fixed: (at cost - Notes 1, 2 and 7)

Building, plant and equipment	\$ 176,346.78	
<u>Less: Accumulated depreciation</u>	<u>17,022.74</u>	
	159,324.04	
Mining claims held under development licenses and interest on mining claims	439,803.42	599,127.46

Deferred: (Note 2)

Exploration, mine development, maintenance and administration expenses, at cost less amounts written off	986,648.45	
Incorporation and organization	9,752.04	996,400.49
		<u>\$1,604,060.65</u>

#### L I A B I L I T I E S     A N D     C A P I T A L

Current:

accounts payable and accrued liabilities (Note 6)	\$	6,253.22
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Capital: (Notes 3, 4 and 5)

authorized: 5,000,000 shares of a par value  
of \$1.00 each.

Issued and fully paid:

1,412,542 shares	\$1,412,542.00	
Discount thereon	260,000.00	
	<u>1,152,542.00</u>	
Surplus arising on capital reorganization	617,652.20	
	<u>1,770,194.20</u>	
Deficit - July 31, 1965	\$ 167,386.77	
Option costs re claims written off	<u>5,000.00</u>	<u>172,386.77</u>
		<u>1,597,807.43</u>
		<u>\$1,604,060.65</u>

Approved on behalf of the Board of Directors:

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

January 28, 1966  
Toronto, Ontario

GOLDRIM MINING COMPANY LIMITED  
STATEMENT OF EXPLORATION, MINE DEVELOPMENT,  
MAINTENANCE AND ADMINISTRATION EXPENSES  
FOR THE PERIOD FROM AUGUST 1, 1965 TO DECEMBER 31, 1965

Balance, July 31, 1965		\$ 922,894.60
<u>Exploration:</u>		
Drilling	\$ 29,060.61	
Consultant's fees and surveys	22,584.94	
Assays	601.97	52,247.52
		<hr/>
<u>Maintenance:</u>		
Licenses and fees	1,394.87	1,394.87
		<hr/>
<u>Administration:</u>		
Secretarial and office expenses	1,549.98	
Accounting and auditing	760.00	
Legal	509.49	
Shareholders' expenses	2,401.05	
Travel	287.78	
Transfer agent's fees and expenses	3,662.89	
Stock exchange fees	525.64	
Directors' fees	400.00	
Licenses and taxes	14.63	10,111.46
		<hr/>
Balance, December 31, 1965		\$ 986,648.45
		<hr/>

SCHEDULE OF DRILLING AND CONSULTANT'S FEES AND SURVEYS  
FOR THE PERIOD FROM JULY 31, 1965 TO JANUARY 28, 1965

	<u>Consultants Fees and Surveys</u>	<u>Drilling</u>
Pressiac, Malartic and Cadillac Townships	\$ 13,949.50	\$ 11,486.30
Langmuir Township	2,579.23	3,428.93
Lac du Bonnet area	4,963.70	15,881.68
Joannes Township	282.51	692.00
Outside exploration	2,060.00	- - -
	<hr/>	<hr/>
	\$ 23,834.94	\$ 31,488.91
	<hr/>	<hr/>



GOLDRIM MINING COMPANY LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD FROM AUGUST 1, 1965 TO JANUARY 28, 1966

Source of funds:

Sale of 100,000 shares of capital stock at 35¢ per share	\$ 35,000.00
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Application of funds:

Issued 100,000 shares of stock at 35¢ per share	\$ 35,000.00
Balance of acquisition cost of mining claims	<u>35,000.00</u>
	NIL

Exploration:

Diamond drilling	\$ 31,488.91	
Consultants' fees and surveys	23,834.94	
Assays	<u>601.97</u>	55,925.82

Maintenance:

Licenses and fees	1,730.42
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Administration:

Secretarial and office expenses	2,199.98	
Accounting and auditing	760.00	
Legal	509.49	
Shareholders' expenses	2,913.34	
Travel	287.78	
Transfer agent's fees and expenses	3,662.89	
Stock exchange fees	525.64	
Directors' fees	400.00	
License and taxes	<u>14.63</u>	11,273.75
		68,929.99

Payments re mining claims:

Lac du Bonnet area, Manitoba	1,000.00	
Nilligan Township, Quebec	1,500.00	
Langmuir Township, Ontario	3,000.00	
Pressiac Township, Quebec	<u>2,000.00</u>	7,500.00
		\$ 76,429.99
		<u>\$ (41,429.99)</u>

July 31,  
1965

January 28,  
1966

Current Assets:

Cash	\$ 38,463.25	\$ 2,120.03
Advances on contracts	14,750.00	-
Advance to associated company	-	500.00
	<u>\$ 53,213.25</u>	<u>\$ 2,620.03</u>

Current Liabilities:

Accounts payable and accrued liabilities	\$ 14,679.92	\$ 5,516.69
	<u>\$ 38,533.33</u>	<u>\$ (2,896.66)</u>

Working Capital:

Working capital - January 28, 1966 - deficiency	\$ 2,896.66
Working capital - July 31, 1965 - excess	38,533.33
	<u>\$ 41,429.99</u>

We certify the above to be in accordance with the records of the Company and there has been no material change since that date.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

Toronto, Ontario  
January 31, 1966

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Upon the acquisition of the 90,000 escrowed shares and 75,000 free shares and the reconstitution of the Board of Directors as set out in Item 3, it is understood that by voting the aforesaid shares together with the solicitation of proxies, the reconstituted Board of Directors will be in a position to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	None
18. Brief statement of any lawsuits pending or in process against company or its properties.	An action has been commenced by Albert Hopkins, 148 Soudan Avenue, Toronto, Ontario, in connection with alleged fees and expenses relating to geological work amounting to approximately \$4,250.00. The Company is defending the action.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By Agreement dated September 2nd, 1965, the Company, in conjunction with Conigo Mines Limited, Suite 907, 100 Adelaide Street West, Toronto, Ontario, each as to an undivided 50% interest each, acquired the option from Peter Osis, Lac du Bonnet Post Office, Manitoba, to purchase 3 mining leases located in the Lac du Bonnet area of Manitoba for the sum of \$1,000.00, which amount has been paid. Further payments are outstanding as follows:  \$7,500.00 within six months of the date of the Agreement; \$7,500.00 within twelve months of the date of the Agreement; \$7,500.00 within eighteen months of the date of the Agreement; \$6,500.00 within twenty-four months of the date of the Agreement and one-quarter of any cash or vendor share consideration to be allotted and issued by a new Company to be formed by November 1st, 1967.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	By Agreement dated January 25th, 1966, Dr. W. A. Morgan, 1279 Lampman Crescent, Ottawa 5, Ontario, acting on behalf of himself and James E. Hayes, R. R. No. 3, Manotick, Ontario, and Peter W. Tanter, 18 Sherington Avenue, Hatch End, Middlesex, England, has agreed to purchase 90,000 escrowed shares and 75,000 free shares of the capital stock of the Company held by John A. Honsberger, 1200 Forest Boulevard, Val d'Or, Quebec and Hiltonace Mines Management Limited, Suite 907, 100 Adelaide Street West, Toronto, Ontario, respectively, subject to acceptance hereof by the Toronto Stock Exchange. It is a term of the proposed transaction that the aforesaid group may assign all benefits arising thereunder to a limited company.  It is a further term of said agreement that Hiltonace Mines Management Limited, has agreed to transfer its 50% beneficial interest in the Underwriting and Option Agreement dated April 28th, 1965, as amended, to Metada Limited, a private investment Company, incorporated under The Companies Act. Should the terms of the said agreement not be brought to a satisfactory conclusion, Metada Limited has agreed to transfer back to Hiltonace Mines Management Limited, the said beneficial interest, if any such interest then exists.  The Company has dropped the option to purchase a group of six mining claims in Langmuir Township, Porcupine Mining Division, Province of Ontario, which it acquired from Ralph E. Allerston, 332 Elm Street North, Timmins, Ontario, by agreement dated November 23rd, 1964. The Company expended a total of \$3,000.00 in maintaining the option to date.  The Company has also dropped its option to purchase a group of 14 mining claims in Preissac Township, Province of Quebec which it acquired from John Arthur Honsberger, 1200 Forest Boulevard, Val d'Or, Quebec, by agreement dated June 23rd, 1965, who assigned to the Company his interest in a option agreement dated May 27th, 1965, with R. W. Young. The said agreement of June 23rd, 1965, also provided for the purchase of 24 claims in Cadillac and Malartic Townships, Province of Quebec. The total consideration for the option assignment and the Cadillac and Malartic claims was \$15,000.00 and 100,000 shares of the capital stock of the Company, which sum has been paid and the shares allotted and issued. In addition to the said consideration, the Company expended a further \$2,000.00 in maintaining the option to date.  There are no other material facts. Shares of the capital stock of the Company are in the course of primary distribution to the public.

DATED January 26th, 1966.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GOLDRIM MINING COMPANY LIMITED

"A.R. Patte"

Per:

CORPORATE  
SEAL

"S. Mandel"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

W. D. LATIMER CO. LIMITED

"D.G. MacGregor"

Per:





# THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1465.  
FILED, JULY 7th. 1966.

## GOLDRIM MINING COMPANY LIMITED

Full corporate name of Company  
Incorporated under the laws of the Province of Ontario  
by Letters Patent dated November 15th, 1943.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous  
Filing Statement No. 1396 and  
Amending Filing Statement No.

## FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,  
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Option agreement relating to Plelauff property in France. See Schedule A. (b) Proposed management contract with Geo-Met Reactors Limited of Ottawa. See Schedule B. (c) Proposed increase of Board of Directors to seven. See Schedule "A" on pages 3 to 6. See Schedule "B" on page 7
2. Head office address and any other office address.	1279 Lampman Crescent, Ottawa, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director - Dr. W. A. Morgan, 1279 Lampman Cres., Ottawa, President of Geo-Met Reactors Limited; Vice-President - Mr. Charles W. Beardsley, 2112 Benjamin Street, Ottawa, Insurance Agent; Secretary-Treasurer and Director - James E. Hayes, R.R. 3, Manotick, Ontario, Self-employed Executive; Directors - Peter W. Tanter, 18 Sherington Avenue, Hatch End, Middlesex, England; John H. Shapiro, The Bowring Bldg., London, England, Insurance Executive; and Robert E. Reynolds, 2027 Dorval Avenue, Ottawa, Executive with National Capital Commission, Ottawa.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares of \$1.00 par value. Issued: 2,214,542 shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Under the terms of an underwriting and option agreement dated April 28th, 1965, W. D. Latimer Co. Limited, 199 Bay Street, Toronto, acting on behalf of clients, holds an option to purchase all or any part or parts of 200,000 shares of the Company at 50 cents per share on or before October 21st, 1966. Under the same agreement, the underwriter has already purchased 400,000 shares at 35 cents, 200,000 shares at 40 cents, and 200,000 shares at 45 cents.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The Underwriter-Optionee referred to in item 6 above is acting on behalf of Richfield Securities Limited, 199 Bay Street, Toronto, as to 50% and on behalf of Metada Limited, Gloucester P.O., Ottawa, Ontario, as to 50%. The only persons holding a greater than 5% interest in Richfield Securities Limited are Beatrice Latimer, 29 Edgehill Road, Islington, Ontario, Jane Latimer, 35 Walmer Road, Apt. 712, Toronto, Ontario, and Anne Wardle, 60 Montclair Avenue, Toronto, Ontario, and Audrey MacGregor, 128 Glen Manor Drive, Toronto, Ontario. The only persons holding a greater than 5% interest in Metada Limited are the said William A. Morgan, James E. Hayes and Peter W. Tanter.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to carry out the programme of exploration on its optioned property in Brittany, France, known as the "Plelauff Mine" contained in the accompanying report of J. R. Mowat, P.Eng. The Company's consultant has recommended a three-month geological mapping programme on the Company's Powell and Baden Townships property at an estimated cost of \$5,000, which the Company intends to carry out during the remainder of this working season.



10. Brief statement of company's chief development work during past year.	Information on all exploration programmes carried out to the end of 1965 was contained in Filing Statement No. 1396 of the Company, filed January 28th, 1966. During 1966 to date, the Company has performed geological mapping and about 1800 feet of diamond drilling on its property in Powell and Baden Townships at a total cost estimated at \$12,200.00. The Company's consultant, J. R. Mowat, P.Eng., has attended at the Plelauff property in France to do an examination and to review data relating to previous exploration work, in order to prepare the accompanying report. The Company has also expended funds for administrative expenses in connection with investigating the legal and financial aspects of exploration and development of the Plelauff property, for all of which no estimate can yet be given.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The optionor is William A. Richardson, Suite 810, 62 Richmond Street West, Toronto, Ontario. Reference is made to Schedule A for particulars of the consideration already paid, or to be paid, under the option agreement. See Schedule "A" on pages 3 to 6.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	William A. Richardson, the optionor, has advised the Company that he is acting, in the transaction, on behalf of the Hand Steel Grubstake Syndicate No. 3, and that the names and addresses set out in Schedule A hereto are of all those persons who have received, or will receive, a greater than 5% interest in the vendor consideration. See Schedule "A" on pages 3 to 6.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	364,500 shares are held in escrow, subject to release on the prior written consents of the Toronto Stock Exchange, and the Directors of the Company, and subject to dealings within the escrow on the prior written consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<p>Nickolas Axiotis, 1451 Niles Cortland Road N.E., Warren, Ohio 135,000 shares</p> <p>Dr. William A. Morgan, 1279 Lampman Crescent, Ottawa, Ont. 157,500</p> <p>Mrs. Muriel Roberts, 1880 Barnhart Place, Ottawa, Ontario 67,500</p> <p>S. J. Zacks Investments Limited, 185 Bay Street, Toronto, Ontario 843</p> <p>H.L. Isaacs, Room 23, 10 Adelaide Street East, Toronto, Ontario 843</p> <p>G. R. Cameron, Malartic, Quebec 843</p> <p>C. Rashall, 185 Bay Street, Toronto, Ontario 843</p> <p>D. E. Cameron, Malartic, Quebec 675</p> <p>O. Briault, Box 234, Malartic, Que. 450</p> <p>Fractional certificates 3.</p> <p>Of the shares registered in the name of W.A. Morgan, 90,000 are beneficially owned by Metada Limited, the shareholders of which are set out in item 7 hereof, and 67,500 are beneficially owned by the registered holder.</p>

GOLDRIM MINING COMPANY LIMITED

SCHEDULE "A" TO FILING  
STATEMENT DATED JULY 6, 1966

By an agreement dated May 9th, 1966, between the Company and William A. Richardson, Suite 810, 62 Richmond Street West, Toronto, (hereinafter called "Richardson"), Richardson represented that he had full right and authority to deal with a proposed exploration programme covering an area in Brittany, France, referred to as "the Plelauff Mine" which property had already been extensively explored by the Bureau de Recherches Geologiques et Minieres (hereinafter called "B.R.G.M.") an agency of the Government of France. Subject to the acceptance for filing of notice thereof by the Toronto Stock Exchange (which condition was satisfied May 20, 1966) the Company acquired the sole and exclusive option from Richardson to purchase the Plelauff Mine. The Company paid Richardson \$2,000 for the said option which was good until June 30, 1966, and conferred upon the Company the right to carry out exploration work on the property in the meantime, and to enter into negotiations with B.R.G.M. for the further development of the property. Under the said agreement, the Company had the right to extend the said option to August 1st, 1966, by payment of a further \$2,000 and to further extend the option to August 31, 1966, by the payment of a further \$2,000. The Company made the first \$2,000 payment under the agreement, but did not make the second or third payment.

At any time during the option period or during such extensions, the Company had the right to completely exercise the option and upon such exercise would be obliged to issue to Richardson 1,000,000 fully paid shares in its capital stock. The agreement further provided that upon the exercise of the option, the Company would assume the obligations of Brittany Explorations Limited (a Company wholly owned by Richardson at that time) under a draft agreement with B.R.G.M., which agreement



provided that, at the time of issuance of an exploration permit by the French Department of Mines, a payment of approximately \$33,000 (Canadian) must be made to B.R.G.M. and a further payment of approximately \$110,000 (Canadian) would be payable at a later time if the exploration programme was to be maintained in good standing. B.R.G.M. would also be entitled to a royalty out of production based on 5% of net smelter returns. The \$33,000 payment to B.R.G.M. is intended to be made by the Company on behalf of Brittany which will be its wholly owned subsidiary at the time.

Subsequent to the execution and delivery of the said agreement, the Company retained J. R. Mowat, P.Eng., as its consultant to examine and report on the property. A copy of Mr. Mowat's Report dated the 20th day of June, 1966, accompanies and forms part of this filing statement.

Inasmuch as Mr. Mowat's Report recommends further exploration work on the property before a decision as to production is made, the Company entered into a further agreement with Richardson in the terms described following. Richardson has advised the Company that in entering into the said agreement of May 9th, 1966, he was acting as trustee on behalf of a grubstake syndicate known as "Hand-Steel Grubstake" and that the persons who have a greater than 5% interest in the vendor consideration which will accrue to Hand-Steel Grubstake in this transaction are Ernest A. DuVernet, 121 Richmond Street West, Toronto, Ontario; Dean Vaughan, 6 Foxden Road, Don Mills, Ontario; Bernard and Max Balshin, 45 Brunswick Avenue, Toronto, Ontario; and William A. Richardson, 62 Richmond Street West, Toronto, Ontario.

and that he was and is acting in such capacity in entering into the agreements of May 9th, 1966 and of June 21, 1966.

The Company recognized Richardson's ownership of the proposed exploration programme covering the Plelauff Mine although no paper title to the property has yet been issued. Richardson agreed to forthwith cause to be delivered to the Company all shares of Brittany Explorations Limited, a private Ontario company through which all negotiations with the French government had been conducted, so that Brittany will become a wholly-owned subsidiary of the Company.

The agreement of June 21, 1966 is conditional upon the acceptance for filing of this Filing Statement by the Toronto Stock Exchange. Subject to such acceptance the Company will cause Brittany to execute and deliver an agreement between Brittany and B.R.G.M. under which agreement an immediate payment of \$33,000 must be paid to B.R.G.M., after which payment an exploration programme covering the Plelauff Mine and certain additional territory is to be issued to Brittany. The Company has further agreed to issue to Richardson 100,000 treasury shares and to make a payment to Richardson of \$6,300 by cash or certified cheque. The agreement of June 21st stated that the said 100,000 shares were to be issued free of escrow, but because of a requirement of the Toronto Stock Exchange, the agreement was subsequently revised to provide that the said shares will be escrowed shares subject to release and subject to dealings within the escrow on the consent of the Toronto Stock Exchange. The Company has agreed to pay Richardson five additional payments of \$3,000 each to cover the months of August to December, inclusive, of 1966, each of such payments to be made on or before the 5th day of the respective month. The option period has been extended until midnight, December 31st, 1966, and may be surrendered by the Company at any time during that period in which event the Company will be obligated to return to Richardson all shares of Brittany and Richardson will be entitled to the benefit of all work done and payments made by the Company in the meantime. In the



event that the Company completely exercises its option (which will require the filing and acceptance of a new Filing Statement including a new Engineers Report on the Plelauff property), it

will be obligated to allot to Richardson and to issue 1,000,000

fully paid shares in its capital stock, less the 100,000 shares

to be issued upon acceptance of this Filing Statement and less

a number of shares calculated by converting all cash payments

actually made to Richardson between the date of the acceptance

for filing of this Filing Statement until the exercise of the

option into shares at the rate of 30¢ per share (that is, a

maximum of 71,000 shares based on present arrangements). If

the option is exercised before all of the foregoing monthly

payments are made, Richardson shall have the option of taking

cash or shares to cover the remaining monthly payments. The

number of shares to be issued on the exercise of the option,

determined as described above, are to be issued 300,000 shares

to Geo-Met Reactors Limited, P.O. Box 106, Gloucester P.O., Ontario (which shares will also be placed in escrow),

to be held and used by Geo-Met under the terms of an agreement

between the Company and Geo-Met dated June 21, 1966, described

in Schedule B hereto annexed, and the balance to Richardson

or as he may direct in writing.

The agreement provides that all or any part of the shares issued under the agreement may be placed in escrow if required by the Toronto Stock Exchange, but the Company has agreed to use its best efforts to procure the issuance of all or as large a portion as possible of the said shares free from escrow. The agreement also makes provision for the protection of the Company with respect to other mining properties or interests in Brittany.

The 300,000 shares which have been directed by Richardson to be issued to Geo-Met Reactors Limited are in the nature of a donation by Richardson for the benefit of the Company, to be used primarily in connection with arrangements for financing the Plelauff Mine into production.

Because of the requirement of the Toronto Stock Exchange that the 100,000 shares to be issued to Richardson under the agreement of June 21, 1966, be placed in escrow, a principal shareholder of the Company has entered into an arrangement with Richardson by which he will provide free shares to Richardson out of his own shareholdings over the five-month period from July to November, 1966, and will receive in exchange from Richardson from time to time the said escrowed shares.

By an agreement dated June 21st, 1966, between the Company and Geo-Met Reactors Limited (hereinafter called "Geo-Met") it is provided, subject to the approval of shareholders at a meeting to be called, among other things, for that purpose, that the parties will enter into a financial management contract if and when the Company's option on the Plelauff Mine is exercised, for a period of three years from the date of exercise, which agreement will provide that Geo-Met will direct and assume responsibility for the financial affairs of the Company in connection with the financing into production of the Plelauff Mine, subject to the establishment of policy and the approval of all matters by the Board of Directors of the Company. One of the major shareholders of Geo-Met is a financing organization with associates in Europe, which associates have indicated a desire to provide or arrange for the funds to finance the Plelauff Mine into production upon the issuance of a Report by an acceptable Engineer recommending production and establishing a rate. In consideration of the services to be rendered under the agreement by Geo-Met, Geo-Met is to be paid 50,000 shares of the Company per year, which shall be provided from the 300,000 shares donated as described in Schedule A hereto. In addition the Company will pay to Geo-Met its disbursements in connection with such services, the intention of the arrangement being that the payment in shares is designed to cover fees for financial services. The parties have agreed that the remaining 150,000 shares shall be available for use by Geo-Met in connection with the financial affairs of the Company in such manner as Geo-Met may consider in the interest of the Company, provided that Geo-Met will report to the Toronto Stock Exchange on its use of the said shares and will where circumstances permit, abide by the policies outlined by the Toronto Stock Exchange in connection with incentive stock options or performance options if such arrangements are included in the uses to which the said shares will be put.



# FINANCIAL STATEMENTS

GOLDRIM MINING COMPANY LIMITED

BALANCE SHEET AS AT MAY 31, 1966

## A S S E T S

	May 31, 1966	December 31, 1965
<u>CURRENT ASSETS</u>		
Cash	20,244.06	8,532.70
Short term investments	62,600.00	
& advances		
<u>TOTAL CURRENT ASSETS</u>	<u>82,844.06</u>	<u>8,532.70</u>
<u>FIXED ASSETS</u>		
Building, plant, equip.	176,346.78	176,346.78
Less: Acc.depreciation	17,022.74	17,022.74
	159,324.04	159,324.04
Mining claim held under development licences & interest on mining claims	459,524.62	439,803.42
<u>TOTAL FIXED ASSETS</u>	<u>618,848.66</u>	<u>599,127.46</u>
<u>DEFERRED COST</u>		
Exploration, mine development maintenance & admin, expenses at cost less amounts written off.	1,001,862.67	986,648.45
Incorporation & organization	9,752.04	9,752.04
<u>TOTAL OTHER ASSETS</u>	<u>1,011,614.71</u>	<u>996,400.49</u>
 <u>TOTAL ASSETS</u>	 <u>1,713,307.43</u>	 <u>1,604,060.65</u>

NOTE: From the \$62,600.- shown in the current assets section, \$50,000.00 were investments in term deposit notes 60/90 days Royal Bank of Canada

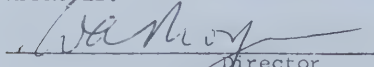
GOLDRIM MINING COMPANY LIMITED

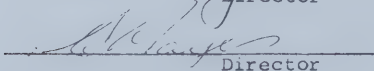
BALANCE SHEET AS AT MAY 31, 1966

## LIABILITIES & CAPITAL

	May 31, 1966	December 31, 1965
<u>CURRENT LIABILITIES</u>		
Accts.payable & accrued liabilities	500.00	6,253.22
<u>TOTAL LIABILITIES</u>	<u>500.00</u>	<u>6,253.22</u>
<u>CAPITAL</u>		
Authorized: 5,000,000 sh. par value \$1/ea.		
Issued & Fully Paid		
Dec.31/65 1,421,542		1,412,542.00
May 31/66 2,014,542	2,014,542.00	
Payment for mining claims	302,000.00	1,712,542.00
<u>SURPLUS</u>		
Arising on cap.reorg.	617,652.20	617,652.20
Less: Discount on stock	445,000.00	260,000.00
"Deficit Jul.31/65	167,386.77	167,386.77
"Option costs re claims written off	5,000.00	5,000.00
	265.43	185,265.43
<u>TOTAL CAPITAL</u>	<u>1,712,807.43</u>	<u>1,597,807.43</u>
 <u>TOTAL LIABILITIES &amp; CAPITAL</u>	 <u>1,713,307.43</u>	 <u>1,604,060.65</u>

APPROVED:

  
Director

  
Director

GOLDRIM MINING COMPANY LIMITED

STATEMENT OF DEFERRED EXPENSE  
FOR THE PERIOD FROM JAN.1/66  
TO MAY 31/66

Balance, December 31, 1965

\$986,648.45

Exploration

Drilling	3,223.80	
Consultants fees and surveys	2,048.11	
Assays	<u>30.00</u>	5,301.91

Administration

Accounting & Auditing	350.00	
Advertising	11.93	
Management fees	2,550.00	
Secretarial & Office Exp.	1,160.91	
Legal fees	2,050.19	
Shareholders Expense	1,038.07	
Travel	1,158.50	
Transfer agency & expense	<u>1,592.71</u>	<u>9,912.31</u>

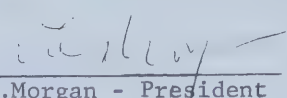
Balance, May 31, 1966

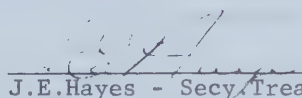
\$1,001,862.67

GOLDRIM MINING COMPANY LIMITED

SCHEDULE OF DEFERRED COSTS AS AT MAY 31, 1966

	Cons.fees & surveys	Drilling	Admin. & maintenance	Total
July 31/65 Balance to date	276,108.13	410,727.03	236,059.44	922,894.60
Pressiac, Malartic & Cadillac Twsp	13,949.50	11,486.30		25,435.80
Langmuir township	2,579.23	3,428.93		6,008.16
Lac du Bonet	4,963.70	15,881.68		20,845.38
Joannes township	282.51	692.00		974.51
Stancop Mines	1,639.60	237.50		1,877.10
Plelauff (France)	450.00			450.00
Sundries	2,060.00		21,317.12	23,377.12
Balance May 31, 1966	<u>\$302,032.67</u>	<u>442,453.44</u>	<u>257,376.56</u>	<u>1,001,862.67</u>

  
W.A.Morgan - President

  
J.E.Hayes - Secy/Treasurer

July 19, 1966



GOLDRIM MINING COMPANY LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD FROM JAN. 1, 1966 to MAY 31, 1966

SOURCE OF FUNDS

Sale of 100,000 shares of capital stock at 35¢ per share	35,000.00	
Sale of 200,000 shares of capital stock at 40¢ per share	<u>80,000.00</u>	\$115,000.00

APPLICATION OF FUNDS

Investments in term-deposit notes		
Royal Bank of Canada	50,000.00	
Advances	5,000.00	
Travel advances	<u>7,600.00</u>	62,600.00
Purchase of property	<u>19,721.20</u>	<u>19,721.20</u>

EXPLORATION

Expenditures as per attached	5,301.91	
Liabilities to Dec 31/65 included in deferred expense for that period but paid during 1966	<u>5,778.22</u>	11,080.13

ADMINISTRATIVE

As per attached statement	<u>9,912.31</u>	<u>9,912.31</u>	<u>103,313.64</u>
Excess Funds received over funds appl.			<u>\$ 11,686.36</u>

CURRENT ASSETS

	<u>Jan. 1/66</u>	<u>May 31/66</u>
Cash	8,532.70	20,469.06
Short term investments & Advances	<u>-</u>	<u>62,600.00</u>
	<u>8,532.70</u>	<u>83,069.06</u>

CURRENT LIABILITIES

Accounts payable	<u>6,253.22</u>	<u>500.00</u>
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WORKING CAPITAL

<u>2,279.48</u>	<u>82,569.06</u>
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NOTE: Taken from books of the company without audit.

" Subsequent to May 31/66, 200,000 shares were issued at 45¢ a share under the terms of the underwriting-option agreement dated April 28, 1965.

We hereby certify the above to be in accordance with the records of the Company and there has been no material change since that date.

  
President

  
Secretary Treasurer

OTTAWA  
July 20, 1966

# ENGINEER'S REPORT

NOTE: The following are excerpts from a report by J.R. Mowat, P.Eng., FGAC, dated June 20th, 1966, on mining claims known as the "Plélauff Area Deposits", located in Brittany, France. A complete copy of this report is on file with The Toronto Stock Exchange.

## INTRODUCTION

On May 20, 1966, I was asked by Dr. W.A. Morgan, President of Goldrim Mining Company Limited, to examine and report on the Plélauff area lead-zinc deposits on behalf of his Company.

The field examination was conducted between May 30 and June 3, 1966. One day was spent on site, two days in the Rennes office of B.R.G.M. studying their development records, and one day in Paris with officials of B.R.G.M.

As a result of the inaccessibility of the underground workings, complete reliance must necessarily be placed on B.R.G.M. records. For the purposes of this assessment these records were independently checked and evaluated. They were found to be most complete and professionally compiled by B.R.G.M. under the supervision of Dr. J. Guigues, Chief of their Brittany Division.

## SUMMARY

1. DEPOSITS: The following deposits form the basis of the assessment.

(a) Plélauff - Indicated by geochemistry, geophysics, and underground sampling. Extensive underground development on two levels has partially outlined the ore reserve tonnage noted hereinafter.

(b) La Rhun Farm - 400 to 1800 feet east and southeast of Plélauff. Blocks of galena have been indicated by trenching, which coincide with the strike line of a resistivity anomaly. No further development has been undertaken.

(c) Kerfleiss - Geophysical and geochemical anomalies were explored by a shallow shaft and limited lateral development - no ore was encountered. This deposit lies to the south of the Plélauff deposit on the same structure.

(d) Kerny-Lochal - Located 4 km. to the northwest of the Plélauff deposit. The deposit shows analogous geochemical - geophysical values to plélauff, but shallow underground development did not encounter ore values.

## 2. PLÉLAUFF DEPOSIT

(a) The following are comparative estimates of ore reserves at Plélauff based on B.R.G.M. bulk sample results. No dilution has been taken into account by B.R.G.M. or Manning. Writer's figures in brackets include a 25% dilution factor.

	B.R.G.M.	Manning	Mowat
Probable Tons (Metric)	152,000	174,500	144,883 (183,367)
Lead	6.5%	5.37%	5.20% (3.90%)
Zinc	7.0%	7.86%	6.78% (5.08%)

(b) The deposit occurs within a "vein" structure as five shoots which plunge to the north at  $45^{\circ}$  and dip westerly at an average angle of  $75^{\circ}$ . The shoots (see Plate E) are indicated to continue strongly to depth and to be repetitive along the northern strike extent of the ore structure.



(c) The ore is reported to contain the following values in associated metals:

Silver	4.2 oz./ton of ore
Cadmium	5.5 lbs./ton of contained zincblende
Germanium	1.7 lbs./ton of contained zincblende
Tin, Nickel, Cobalt are trace elements noted.	

These values are based on some twenty five determinations and until systematic determinations have been completed, should not be construed as the average tenor of these metals in the ore.

(d) Mining - The chief deterrant to development of the ore has been the incompetence of the vein structure (see Geology and Mineralization). It seems evident that a careful study must be undertaken following determination of the character of the ore and wall rock to depth. While rock incompetency presents a tricky problem, the Plélauff situation is by no means unique. It is probable that the ore may be mined cheaply by means of drawpoints extended from haulageways located in the self supporting wall rock.

(e) Milling - Flotation tests carried out by B.R.G.M. laboratory on high lead, low zinc core from the 80 m. level and on approximately average run-of-mine lead-zinc ore from 130 m. level indicates no major mineral dressing problems. On the run-of-mine lead-zinc ore, preliminary tests yielded lead concentrates grading 75% Pb., and blende concentrates grading 53% zinc. The recoveries can reportedly reach 85% for lead and 80% for zinc.

(f) Stockpile - Present on the property is a stockpile of run-of-mine ore estimated at 5000 tons reportedly grading from 8 to 13 $\frac{1}{2}$ % combined lead-zinc. This is subject to confirmatory checkwork.

(g) Logistics - The deposit is located in a settled agricultural area. Roads, hydro and communication are immediately available. Water and timber are available locally. Surface rights are owned by the individual land owners and must be acquired through purchase prior to development.

#### CONCLUSIONS

Currently at Plélauff, on a basis of the B.R.G.M. sampling, there is sufficient ore in sight to 155 m. depth to support a 200 ton per day operation for nearly three years. At a combined 9% grade (after dilution) this would retire the cost of the plant and possibly provide a small profit.

It now appears evident that the profit potential of the property is dependent on proving additional resources to depth and along the lateral extensions of the deposit. In this regard I am in complete agreement with Manning's\* opinion that the ore shoot(s) should increase in length to depth and that a new zinc ore shoot exists to the north of the mine along the northern plunge. This is of special significance in view of the considerable cadmium, silver association with the zincblende.

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\* The Plélauff Lead-Zinc-Silver ore Deposit  
Cotes du Nord, Brittany, France.  
- William Manning, February 22, 1964.

The Kerfleiss, Le Rhun and Kerny-Locoal exposures have received only rudimentary exploration. The Le Rhun and Kerny-Locoal systems especially have given strongly positive geochemical-geophysical indications of sulphides. These systems should be explored by deep penetration geophysical surveys and drill holes.

#### RECOMMENDATIONS - Cost Schedule

I recommend that your Company acquire an immediate option to purchase the enlarged concession described in the B.R.G.M. letter of May 23, 1966, to Richardson Mining Associates, and noted in outline on Plate B appended.

Exploration should be undertaken in three Phases with the decision regarding implementation of each phase to be dependant on results from that preceeding.

##### Phase 1 - (Estimated 3 months : July 15 - Oct. 15, 1966)

Topographic Survey of old workings in preparation for target drilling, including a survey of ore stockpile.

5100 feet of BX Wireline drilling to consist of three criteria holes to intersect at 100m horizon and five holes to intersect at 200m horizon. These are to be spotted at 100 meter strike intervals.

Ore stockpile should be systematically sampled and analysed.

##### Phase 2 - (Estimated 2 months : Oct. 15 - Dec. 15, 1966 using two machines).

Induced Polarization profiles should be surveyed over the Kerny-Locoal, Le Rhun and Kerfleiss deposits. This would involve approximately three miles of grid preparation and I.P. work at each location, for a total of twelve miles.

3000 feet of BX drilling at Plelauff to consist of four detail interval holes (50m spacing) to intersect at 200m horizon, and 3000 feet of exploration drilling on I.P. targets outlined at Kerny-Locoal, Le Rhun and Kerfleiss deposits.

##### Phase 3 - (Estimated 2 months : Jan. 15 - Mar. 15, 1967)

6400 feet of BX drilling at Plelauff to consist of six holes at 50 meter spacing to intersect at 260m horizon and two holes at 100 meter spacing to intersect the Plelauff resistivity anomaly north of the canal at a depth of 100m.

Initial metallurgical test work preparatory to an economic feasibility report.

#### COSTS

##### Phase 1 - ( 3 months )

###### Acquisition of Concessions

Direct and Indirect cost of	40,000.
Est. Overhead - Head Office	9,000.
Topographic Survey	4,000.
5100 feet BX - Wireline at \$10.	51,000.
Engineering, Supervision, Supplies etc.	10,500.
Stockpile sampling and analyses	3,000.
Personnel Travel Expenses	2,000.

Total Phase 1      \$117,500.

##### Phase 2 - ( 2 months )

Development Drilling 3000 feet	30,000.
Exploration Drilling 3000 feet	30,000.
Engineering Supervision, Supplies etc.	7,000.
Induced Polarisation Surveys	4,500.



Grid Preparation	1,500.
Assaying	1,500.
Survey Mobilization & Demob.	2,000.
Personnel Travel Expenses	4,000.
Head Office & Legal	<u>6,000.</u>
Total Phase 2	86,500.

Phase 3 - ( 2 months )

Development Drilling 6400 feet	64,000.
Engineering, Supervision, etc.	7,000.
Assaying	1,500.
Personnel Travel Expenses	2,000.
Metallurgical Testing	10,000.
Head Office & Legal	<u>6,000.</u>
Total Phase 3	90,500.
Aggregate	\$ 294,500.

The Company therefore requires a minimum of \$ 117,500. to acquire the concession and carry out the Phase 1 work.

If Phase 1 exploration is successful, completion of Phases 2 and 3 representing an aggregate expenditure of \$294,500 would prepare the property for the feasibility study necessary for senior development financing.

COSTS and REVENUES

Cost-revenue estimates at this time are largely hypothetical and probably would mislead since the objective of the program at Flelauff should be to build the ore reserve picture into a long term profitable operation.

On the basis of B.R.G.M.'s ore assessment, it is possible to estimate rudimentary costs and revenues based on a minimal tonnage operation. These figures indicate that the ore now in sight, even if no additional ore is found, is sufficient to return the capital cost of the plant and mine development as well as the outlay for property acquisition and exploration program as noted herein.

Capital and operating costs based on such an operation would be extremely high; an estimated \$7.50 and \$8.50 respectively, for a total of \$16. per ton. Net smelter returns from the computed 9 percent combined lead-zinc ore at 85% recovery would approximate \$17.50 per ton. This would include a silver credit of \$4. per ton, but no cadmium or other associated metal credits.

It is thus obvious that the profit potential of the operation depends on outlining considerably greater ore tonnages to significantly reduce these costs per ton. Certainly, the suggestions of ore continuity at Flelauff are sufficiently well established to assure an exploration program of the nature proposed, of excellent prospects of success.

Respectfully submitted,

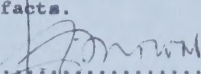
J.R. Mowat, P. Eng. (Man).



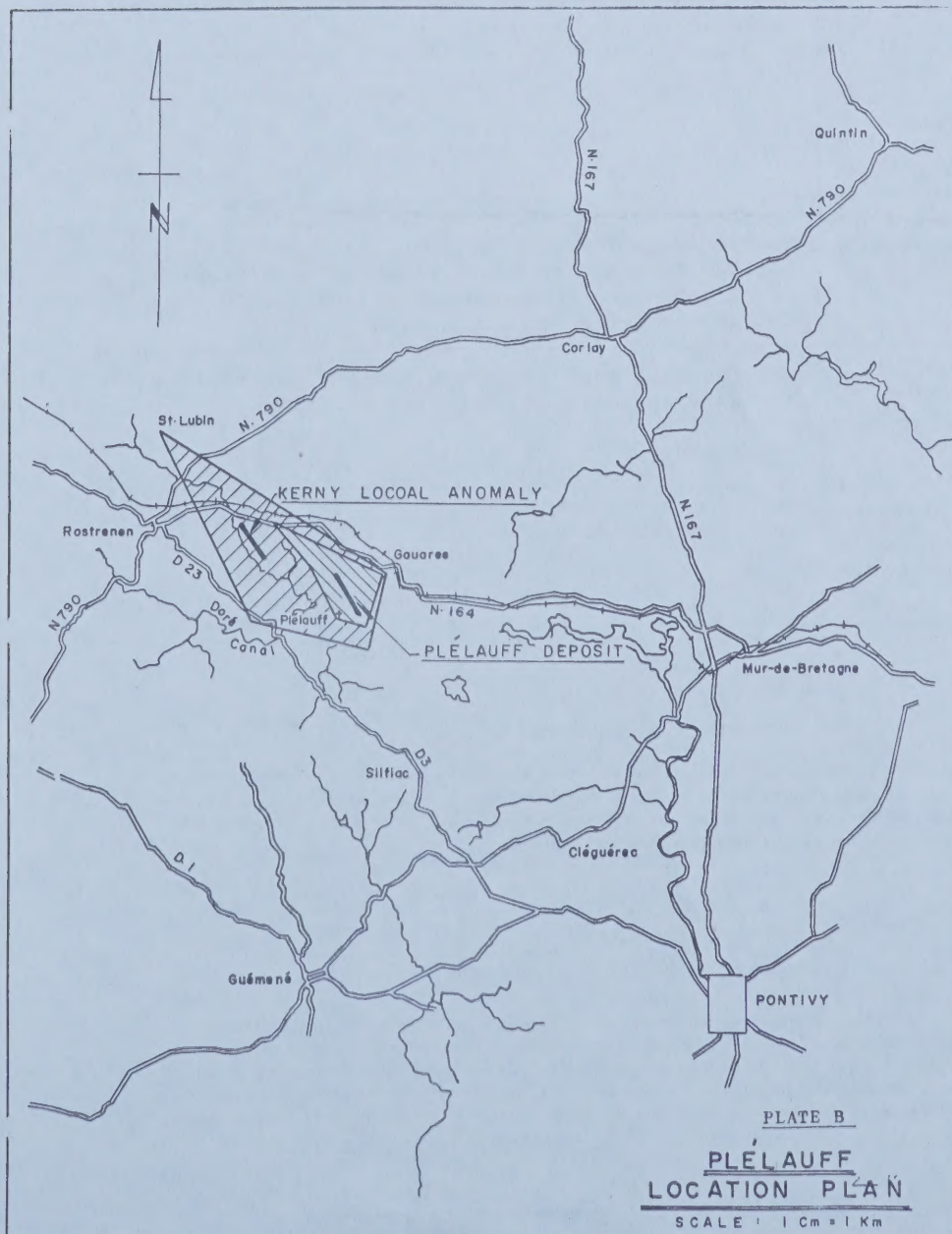
# CERTIFICATE

I, James Rodman Mowat, do hereby certify that:

- (1) I am a consulting geologist practising under the name and style of J.R. Mowat and Associates Ltd., with residence at 11 Beaverton Avenue, Ottawa 5, Ontario, and offices at 721-56 Sparks Street, Ottawa 4, Ontario.
- (2) I am a Bachelor of Science in Arts, University of New Brunswick, 1948.
- (3) I have practised my profession continuously for more than 18 years during which time I have been in responsible management positions for 15 years.
- (4) I hold current memberships in the following associations:  
Member - Canadian Institute of Mining and Metallurgy  
Fellow - Geological Association of Canada  
Member - Association of Professional Engineers, Manitoba
- (5) This report has been prepared for specified professional fees and direct expenses payable on completion thereof. I have no interest, direct, indirect nor anticipated in the properties or securities of Goldrim Mining Company Limited.
- (6) This certificate is part of the attached report on the examination of the Plélauff Area Deposits, Brittany, France on behalf of Goldrim Mining Company Limited
- (7) This report is based on:
  - (a) My personal field examination of several deposits in question.
  - (b) Examination of available B.R.G.M. development records.
  - (c) Discussions with Geologists of B.R.G.M., France who were responsible for this development.
  - (d) Full cognizance of the facts.

  
.....  
J.R. Mowat, P. Eng., FGAC

Signed at Ottawa, Ontario  
this 20th day of June, 1966





15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>W. D. Latimer, 199 Bay Street, Toronto, Ontario 243,000 shares</p> <p>William A. Morgan, 1279 Lampman Crescent, Ottawa 5, Ontario 157,502 (157,500 escrowed)</p> <p>Nickolas Axiotis, 1451 Niles Cortland Road N.E., Warren, Ohio 135,000 (all escrowed)</p> <p>W. D. Latimer Co. Limited, 199 Bay Street, Toronto, Ontario 116,600</p> <p>McDougall &amp; Christmas Ltd., 360 St. James Street West, Montreal, 1, Quebec 71,070</p> <p>The shares registered in the name of Nickolas Axiotis are beneficially owned by the registered holder, and 67,502 of the shares registered in the name of William A. Morgan are beneficially owned by the registered holder. The remaining 90,000 shares registered in the name of William A. Morgan are beneficially owned by Metada Limited, the shareholders of which have been disclosed in item 7 hereof. The signatories hereto have no knowledge as to the beneficial ownership of the balance of the shares referred to above, except that as W. D. Latimer Co. Limited is the underwriter, it may be assumed that the shares registered in the names W. D. Latimer and W. D. Latimer Co. Limited have been widely distributed to the public.</p>
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present directors of the Company, together with Metada Limited (the shareholders of which are named in Item 7 hereof) by voting shares beneficially owned, together with the solicitation of proxies expect to be in a position to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	None.
18. Brief statement of any lawsuits pending or in process against company or its properties.	An action was commenced by Albert Hopkins, 148 Soudan Ave., Toronto, Ontario, in connection with alleged fees and expenses relating to geological work amounting to approximately \$4,250.00. The Company is defending the action.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>Reference is made to Schedule B for particulars of an agreement with Geo-Met Reactors Limited.</p> <p>See Schedule "B" on page 7.</p>
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	Shares of the Company are in primary distribution. There are no other material facts.

# CERTIFICATE OF THE COMPANY

DATED July 6, 1966.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GOLDRIM MINING COMPANY LIMITED

"W.A. Morgan"

Per: W.A. Morgan

CORPORATE SEAL

"J.E. Hayes"

Per: J.E. Hayes

## CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

W. D. LATIMER CO. LIMITED

"D.G. MacGregor"

Per: D.G. MacGregor